

EX-1.1 2 v469469\_ex1-1.htm EXHIBIT 1.1

## Exhibit 1.1

12,500,000 Units

## CONSTELLATION ALPHA CAPITAL CORP.

UNDERWRITING AGREEMENT

June 19, 2017

[REDACTED] LLC

As Representative of the several Underwriters  
c/o Cowen and Company, LLC  
1221 Avenue of the Americas  
New York, New York 10020

Ladies and Gentlemen:

Constellation [REDACTED] Corp., a business company incorporated in the British Virgin Islands with limited liability (the “Company”), proposes to issue and sell to the underwriters named in Schedule A annexed hereto (the “Underwriters”), for whom Cowen and Company, LLC (“Cowen”) is acting as representative (the “Representative”), an aggregate of 12,500,000 units (the “Firm Units”), each unit consisting of one ordinary share, no par value per share (the “Ordinary Shares”), of the Company, one right to receive one-tenth (1/10) of one Ordinary Share (the “Public Rights”) and one warrant to purchase one-half of one Ordinary Share (the “Public Warrants”). In addition, solely for the purpose of covering over-allotments, the Company proposes to grant to the Underwriters the option to purchase from the Company up to an additional 1,875,000 Units (the “Additional Units”). The Firm Units and the Additional Units are hereinafter collectively sometimes referred to as the “Public Units.” The Public Units are described in the Prospectus which is referred to below.

The Ordinary Shares, Rights (as defined below) and Warrants (as defined below) included in the Public Units will not trade separately until the 52nd day following the date of the Prospectus (unless Cowen informs the Company of its decision to allow earlier separate trading), subject to (a) the Company’s preparation of an audited balance sheet reflecting the receipt by the Company of the proceeds of the offering of the Public Units, (b) the filing of such audited balance sheet with the Commission on a Form 8-K or similar form by the Company that includes such audited balance sheet, and (c) the Company having issued a press release announcing when such separate trading will begin. Each Public Warrant entitles its holder, upon exercise, to purchase one-half of one Ordinary Share for \$5.75 per half share (or \$11.50 per whole share) during the period commencing on the later of thirty (30) days after the completion of an initial Business Combination (as defined below) or twelve (12) months from the date of the initial public offering contemplated by this Agreement (the “Offering”) and terminating on the five-year anniversary of the date of the completion of such initial Business Combination or earlier upon redemption; provided, however, that pursuant to the Warrant Agreement (as defined below), a warrant may not be exercised for a fractional share, so that only an even number of warrants may be exercised at any given time by a holder thereof. Each Public Right entitles its